

MAY 13 '10 -9 00 AM

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

May 13, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 8-8456 Rider 4

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of May 11, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Irving Oil Commercial G.P.  
1 German Street, Suite 400  
St. John, New Brunswick  
Canada E2L 7E8]

Section Chief  
May 13, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

75 railcars: SHPX 222136 - 222210.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

MAY 13 '10 -9 00 AM

**MEMORANDUM OF LEASE****SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC, ARL Fifth LLC and Shippers Third LLC, all with respect to Irving Oil Commercial G.P., a New Brunswick General Partnership ("Lessee").

**American Railcar Leasing LLC** (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain **Master Service Contract as identified on Schedule A** (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

The Lease, among other things, has the following provision:

In order to more fully protect the rights, title and ownership of the Lessor (including its assignees) in the cars hereunder however, the Lessee is granting to the Lessor the lien on and security interest in the cars as set forth as follows. Without prejudice to the Lessor's full and complete ownership, rights, title and interest in and to the cars, in order to secure any and all current and future obligations of the Lessee under this lease, for good and valuable consideration, the Lessee hereby irrevocably grants to the Lessor a continuing lien on and a security interest in (i) the cars together with any proceeds thereof and/or therefrom, including, without limitation, any proceeds and receivables generated from the sale or lease of the cars, and (ii) any insurance claims related to the cars and any proceeds from such claims. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks ACFX, SHPX and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

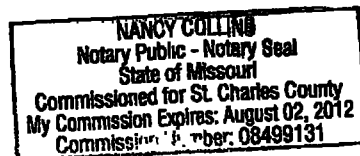
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

**AMERICAN RAILCAR LEASING LLC**

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES         )

On this 11th day of May, 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### Irving Oil Commercial GP

Contract 8-8456 rider 4 Jtd 11/4/09

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	222136
	Tank	SHPX	222137
	Tank	SHPX	222138
	Tank	SHPX	222139
	Tank	SHPX	222140
	Tank	SHPX	222141
	Tank	SHPX	222142
	Tank	SHPX	222143
	Tank	SHPX	222144
	Tank	SHPX	222145
	Tank	SHPX	222146
	Tank	SHPX	222147
	Tank	SHPX	222148
	Tank	SHPX	222149
	Tank	SHPX	222150
	Tank	SHPX	222151
	Tank	SHPX	222152
	Tank	SHPX	222153
	Tank	SHPX	222154
	Tank	SHPX	222155
	Tank	SHPX	222156
	Tank	SHPX	222157
	Tank	SHPX	222158
	Tank	SHPX	222159
	Tank	SHPX	222160
	Tank	SHPX	222161
	Tank	SHPX	222162
	Tank	SHPX	222163
	Tank	SHPX	222164
	Tank	SHPX	222165
	Tank	SHPX	222166
	Tank	SHPX	222167
	Tank	SHPX	222168
	Tank	SHPX	222169

## Schedule A

### Equipment

#### Irving Oil Commercial GP

Contract 8-8456 rider 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	222170
	Tank	SHPX	222171
	Tank	SHPX	222172
	Tank	SHPX	222173
	Tank	SHPX	222174
	Tank	SHPX	222175
	Tank	SHPX	222176
	Tank	SHPX	222177
	Tank	SHPX	222178
	Tank	SHPX	222179
	Tank	SHPX	222180
	Tank	SHPX	222181
	Tank	SHPX	222182
	Tank	SHPX	222183
	Tank	SHPX	222184
	Tank	SHPX	222185
	Tank	SHPX	222186
	Tank	SHPX	222187
	Tank	SHPX	222188
	Tank	SHPX	222189
	Tank	SHPX	222190
	Tank	SHPX	222191
	Tank	SHPX	222192
	Tank	SHPX	222193
	Tank	SHPX	222194
	Tank	SHPX	222195
	Tank	SHPX	222196
	Tank	SHPX	222197
	Tank	SHPX	222198
	Tank	SHPX	222199
	Tank	SHPX	222200
	Tank	SHPX	222201
	Tank	SHPX	222202
	Tank	SHPX	222203

## Schedule A

### Equipment

#### Irving Oil Commercial GP

Contract 8-8456 rider 4

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	222204
	Tank	SHPX	222205
	Tank	SHPX	222206
	Tank	SHPX	222207
	Tank	SHPX	222208
	Tank	SHPX	222209
	Tank	SHPX	222210
<b>75</b>			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

5/13/10



Robert W Alvord